

Ref: GGL/CORP/PSX

December 12, 2021

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Building/Road,
Karachi

Subject: MINUTES OF ANNUAL GENERAL MEETING

Dear Sir,

We are pleased to enclose herewith the minutes of 14th Annual General Meeting of Ghani Global Holdings Limited held on October 23, 2021 pursuant to the requirements of regulation No. 5.7.2(a) of PSX Rule Book.

Kindly acknowledge the receipt.

Thanking You,

FARZAND ALI
Company Secretary

Encl: - As Above

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GHANI GLOBAL HOLDINGS LIMITED

Minutes of 14th Annual General Meeting

Held on October 23, 2021

The 14th Annual General Meeting (AGM) of Shareholders of Ghani Global Holdings Limited (the Company) was held at Registered office of the Company at 10-N, Model Town, Lahore 54700 on Saturday October 23, 2021 at 11:00 a.m.

Attendance Summary

Attendance Summary of Shareholders of the Company who were present in the meeting is as under:

<u>Members Present</u>	<u>No. of Members</u>	<u>Representing No. of Shares</u>
In Person	48	38,513,644
Through Proxy	03	47,877,502
Through Online	04	49,513,499
Total	55	135,904,595

Total 55 shareholders (48 in Person, 03 through proxy and 04 through online) represented 48.54% of paid up capital of the Company.

Attendance in person includes the following directors:-

1- Mr. Atique Ahmad Khan	Chairman/Director	Physical
2- Hafiz Farooq Ahmad	Director	Online
3- Mrs. Rabia Atique	Director	Online
4- Mr. Mahmood Ahmad	Director	Online
5- Chaudhry Umair Waqar	Director	Online

In Attendance

Mr. Asim Mahmud – Chief Financial Officer

Mr. Farzand Ali – Company Secretary

Mr. Abdul Ghaffar Ghaffari – Representative of Share Registrar

Quorum:

The Quorum necessary for the meeting as required by the Companies Act, 2017 and Articles of Association of the Company was present.

Compliance of COVID-19 SOP's

The shareholders were required to attend the meeting subject to following the COVID-19 SOP's as under:

- i. By wearing masks.
- ii. Sanitizing the hands.
- iii. Not to shake hands.

Safe distance was provided between the seating arrangements in meeting hall.

Chairman of the Meeting:

The Chairman Board of Directors (Mr. Masroor Ahmad Khan) was out of country. Mr. Farzand Ali, Company Secretary/ shareholder of the Company proposed the name of name Mr. Atique Ahmad Khan, Chief Executive Officer of the Company to be the chairman of the meeting, directors and shareholders present in the meeting unanimously approved the proposal of Company Secretary and Mr. Atique Ahmad Khan preside over the annual general meeting.

Commencement Time of Meeting:

With permission of the Chairman, the meeting started at 11.10 A.M.

Recitation of the Holy Quran:

At the request of Company Secretary, Hafiz Farooq Ahmad recited the verses of the Holy Quran.

1. AGENDA ITEM NO. 1
TO CONSIDER THE AUDITED ACCOUNTS

Company Secretary put before the house, agenda item # 1 to receive, consider and adopt the audited accounts along with consolidated audited accounts of the company for the year ended June 30, 2021 together with directors' and auditors' reports thereon.

Questions were offered from the shareholders but no questions were raised by any shareholder.

Thereafter the shareholders unanimously approved the audited accounts along with consolidated Accounts, directors' and auditors' reports thereon of the Company for the year ended June 30, 2021

The following resolution was unanimously passed:

RESOLVED UNANIMOUSLY that annual audited accounts along with consolidated accounts of Ghani Global Holdings Limited (the Company) for the financial year ended June 30, 2021, as presented before the members of the meeting together with Directors' Report, Auditors' Report and Review Report of the Auditors on Corporate Governance be and hereby approved.

2. AGENDA ITEM NO. 2
APPOINTMENT OF EXTERNAL AUDITORS

Company Secretary put before the house, agenda item # 2 for appointment of auditors of the Company for the year ended June 30, 2022 and to fix their remuneration. He further stated that present auditors M/s ShineWing Hameed Chaudhary & Company, Chartered Accountants being eligible have offered themselves for re-appointment.

The shareholders present in the meeting unanimously approved the re-appointment of present auditors of the Company for the year ended June 30, 2022.

The following resolution was unanimously passed:

RESOLVED UNANIMOUSLY that M/s ShineWing Hameed Chaudhary & Company, Chartered Accountants, H.M. House, 7-Bank Square, Lahore be and are hereby re-appointed as auditors of Ghani Global Holdings Limited (the Company) for the next term till the conclusion of the next annual general meeting of the Company for the year ending June 30, 2022 on such remuneration as may be fixed by the Chief Executive Officer of the Company.

3. AGENDA ITEM NO. 4
ANY OTHER BUSINESS

There was no other business to discuss.

SPECIAL BUSINESS

4. AGENDA ITEM NO. 04
Issue of 15% Bonus Shares out of Capital/Revenue Reserves of the Company.

Company Secretary put before the house, agenda item #4 to consider and if deemed fit pass the special resolution as circulated along with Notice of Annual General Meeting with or without modification, addition or deletion.

Company Secretary briefed the house that board of directors of Ghani Global Holdings Limited (the Company) has recommended to issue of bonus shares in proportion of Fifteen (15) Ordinary Share for every hundred (100) Ordinary Shares held by the Members (i.e. @ 15%) in addition to 10% Bonus Shares already issued and allotted during the year on February 10, 2021 out of capital/revenue reserve of the Company.

Questions were offered from the shareholders but no question was raised by any shareholders.

Thereafter shareholders unanimously passed the following resolutions as special Resolution.

RESOLVED THAT a sum of Rs. 419,904,652/- be capitalized out of capital/revenue reserve of the Company (Ghani Global Holdings Limited) and applied towards issue of 41,990,465 ordinary shares of Rs. 10 each to be allotted as fully paid bonus shares in the proportion of Fifteen (15) Ordinary Share for every hundred (100) Ordinary Shares (15% Bonus Shares) held by the members of the Company whose names appear on the Members' Register at the close of business on October 14, 2021.

FURTHER RESOLVED THAT a sum of Rs. 254,487,668/- be capitalized out of capital/revenue reserve of the Company (Ghani Global Holdings Limited) and applied towards issue of 25,448,767 shares of Rs. 10 each for allotment as fully paid bonus shares in the proportion of Ten (10) Ordinary Share for every hundred (100) Ordinary Shares (10% Bonus Shares) already allotted to the members of the Company on February 10, 2021.

FURTHER RESOLVED THAT the above bonus shares when issue shall rank pari passu in all respects with the existing ordinary shares of the Company.

FURTHER RESOLVED THAT members' entitlement to fractional shares as a result of their entitlement being less than one ordinary share shall be consolidated into whole shares and sold on the Pakistan Stock Exchange Limited and the proceeds so realized shall be donated to Ghani Global Foundation Trust.

FURTHER RESOLVED THAT the Chief Executive Officer and Company Secretary of the Company be and are hereby jointly and/or severally authorized to give effect to above resolutions and to do and cause to be done all acts, deeds and things that may be necessary, incidental or required for issue, allotment and distribution of the said bonus shares and payment of the sale proceeds of the fractional shares.

5. AGENDA ITEM NO. 05

Allocation and Allotment of Shares under ESOS

Company Secretary put before the house, agenda item # 5 to consider and if deemed fit pass the special resolution as circulated along with Notice of Annual General Meeting with or without modification, addition or deletion.

Company Secretary briefed that the board of directors of Ghani Global Holdings Limited (the Company) has allocated 2,799,364 ordinary shares of the Company for allotment to the employees of its subsidiary companies at the rate of PKR 30/- (with a premium of Rs. 20/- per share) under Employee Stock Option Scheme (ESOS).

Questions were offered from the shareholders but no shareholder raised any shareholder.

Thereafter shareholders unanimously passed the following resolutions as Special Resolution.

RESOLVED THAT, approval of shareholders of the Company (Ghani Global Holdings Limited) be and is hereby accorded to allocate and allot 2,799,364 ordinary shares of the Company to the Employees of its subsidiary companies under Employees Stock Option Scheme (ESOS) at the rate of PKR 30/- per share (with a premium of Rs. 20/- per share) pursuant to the provision of Section 83 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, considered in this Annual General Meeting and circulated by the Company along with notice of the meeting, be and is hereby approved, adopted and agreed.

RESOLVED FURTHER that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly authorized to do all such acts, deeds, matters and things, as may be deemed necessary, proper or

expedient for the purpose of giving effect to the aforementioned Resolutions and for matters connected therewith or incidental thereto, and to take all necessary steps as required under the law or otherwise under the applicable Employees Stock Option Scheme.

RESOLVED FURTHER that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly authorized to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to the aforementioned Resolutions and for matters connected therewith or incidental thereto, and to take all necessary steps as required under the law or otherwise under the applicable Employees Stock Option Scheme.

6. AGENDA ITEM NO. 06

Donation of Sale Proceed of Fraction Shares:

Company Secretary put before the house, agenda item # 6 to consider and if deemed fit to pass the special resolution as circulated along with Notice of Annual General Meeting with or without modification, addition or deletion to accord the approval for distribution of present and future fraction shares sale proceed to shareholders this nominal amounts may be donated to Ghani Global Foundation Trust formed by the sponsors of the Company for benefits of eligible employees and general community at large.

Questions were offered from the shareholders but no question was raised by any shareholder.

Thereafter shareholders unanimously passed the following resolutions as Special Resolution.

RESOLVED THAT, approval of shareholders of the Company (Ghani Global Holdings Limited) be and is hereby accorded to donate the sale proceeds of present and future fraction shares to Ghani Global Foundation Trust instead of distribution to the shareholders of the Company.

RESOLVED FURTHER that the Chief Executive Officer and Company Secretary of the Company be and are hereby singly authorized to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to the aforementioned Resolutions and for matters connected therewith or incidental thereto.

9. Conclusion of Meeting

There was no other business to discuss and the meeting concluded with vote of thanks by the Chair and the Directors to all shareholders present at the AGM and by the shareholders to the Chair and other Board members.

— Sd —

ATIQUE AHMAD KHAN
Chairman


Farzand Ali
Company Secretary
GHANI GLOBAL HOLDINGS LIMITED